

PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP

1285 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000

LLOYD K GARRISON (1946-1991)  
RANDOLPH E PAUL (1946-1956)  
SIMON H RIFKIND 1950-1995  
LOUIS S WEISS 1927-1950  
JOHN F WHARTON 1927-1977UNIT 3001 OFFICE TOWER A BENJIN FORTUNE PLAZA  
NO 7 DONGSANHANG ZHONGLU  
CHAOYANG DISTRICT  
BEIJING 100020  
PEOPLE'S REPUBLIC OF CHINA  
TELEPHONE (86-10) 5826-630012TH FLOOR HONG KONG CLUB BUILDING  
3A CHATER ROAD CENTRAL  
HONG KONG  
TELEPHONE (852) 2846-0300ALDER CASTLE  
10 NOBLE STREET  
LONDON EC2V 7JU U.K.  
TELEPHONE (44 20) 7367 1600FUKOKU SEIMEI BUILDING  
2-2 UCHISAIWAICHO 2 CHOME  
CHIYODA-KU TOKYO 100-0011 JAPAN  
TELEPHONE (81-3) 3597-8101TORONTO-DOMINION CENTRE  
77 KING STREET WEST SUITE 3100  
PO BOX 226  
TORONTO ONTARIO M5K 1J3  
TELEPHONE (416) 504-05202001 K STREET NW  
WASHINGTON DC 20006-1047  
TELEPHONE (202) 223-7300500 DELAWARE AVENUE SUITE 200  
POST OFFICE BOX 32  
WILMINGTON, DE 19800-0032  
TELEPHONE (302) 655-4410

USDS SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #:  
DATE FILED: 08-27-15

MATTHEW W ABBOTT  
EDWARD T ACKERMAN  
ALLAN J ACKERMAN  
ROBERT A ATKINS  
DAVID J BALL  
JOHN F BARNHART  
LYNN B BAYARD  
DANIEL J BELLER  
CHRIS A BENSON  
MITCHELL L BERG  
MARK S BERGMAN  
BRUCE BIRENBOIM  
H CHRISTOPHER BOEHNING  
ANGELO BONVINO  
JAMES L BROCHIN  
RICHARD J BRONSTEIN  
DAVID W BROWN  
SUSANNA M BUERGER  
PATRICK C CAMPBELL  
JESSICA S CAREY  
JEANETTE H CHAN  
YVONNE Y F CHAN  
LEWIS R CLAYTON  
JAY COHEN  
KELLEY A CORNISH  
CHRISTOPHER J CUMMINGS  
CHARLES E DAVIDOW  
THOMAS V DE LA GASTIDE III  
ARIEL J DECKELBAUM  
ALICE DELIGLE EATON  
ANDREW J EHRLICH  
GREGORY A EZRING  
LESLIE GORDON FAGEN  
MARC FALCONE  
ROSS A FIELDSTON  
ANDREW C FINCH  
BRAD J FINKELSTEIN  
BRIAN P FINNEGAN  
ROBERTO FINZI  
PETER E FISCH  
ROBERT C FLEDER  
MARTIN FLUMENBAUM  
ANDREW J FOLEY  
HARRIS B FREIDUS  
MANUEL S FREY  
ANDREW L GAINES  
KENNETH A GALLO  
MICHAEL E GERTZMAN  
ADAM M GIVERTZ  
SALVATORE GOLOIAHELIA  
ROBERT D GOLDBAUM  
NEIL GOLDMAN  
CATHERINE L GOODALL  
ERIC GOODISON  
CHARLES H GOOGE JR  
ANDREW G GORDON  
UDI GROFMAN  
NICHOLAS GROOMBRIDGE  
BRUCE A GUTERMAN  
GAINES OWATHEMY III  
ALAN S HALPERIN  
NATALIE HAM  
CLAUDIA HAMMERMAN  
GERARD H HARPER  
BRIAN L HERMAN  
MICHAEL HIRSHMAN  
MICHAEL B HONG  
DAVID S HUNTINGTON  
AMRAN NUSSEIN  
LORETTA A IPPOLITO  
BRIAN M JANSON  
JAREN LANGHORANI  
BERNARD J KANE

ROBERTA A NAPLAN  
BRAD S KARP  
PATRICK H KARSNITZ  
JOHN C KENNEDY  
BRIAN KIM  
ALAN W KORNBERG  
DANIEL J KRAMER  
DAVID K LAKHDHIR  
STEPHEN P LAMB  
JOHN E LANGE  
DANIEL J LEFFELL  
XIAOYU GREG LIU  
JEFFREY D MARELL  
MARCQ V MASOTTI  
EDWIN S MAYNARD  
DAVID W MAYO  
ELIZABETH R MCCOLM  
MARK F MENDELSON  
WILLIAM B MICHAEL  
TOBY S MYERSON  
CATHERINE NYARADY  
JANE B O'BRIEN  
ALEX YOUNG K OH  
BRAD A OKUN  
KELLEY O PARKER  
MARC E PERLMUTTER  
VALERIE E RADWANER  
CARL L REISNER  
LORIN J REISNER  
WALTER G RICCIARDI  
WALTER RIEMAN  
RICHARD A ROSEN  
ANDREW N ROSENBERG  
JACQUELINE P RUBIN  
RAPHAEL M RUSSO  
ELIZABETH M SACKSTEIN  
JEFFREY D SAFERSTEIN  
JEFFREY B SAMUELS  
DALE M SARRO  
TERRY E SCHINEK  
KENNETH M SCHNEIDER  
ROBERT B SCHUMER  
JOHN M SCOTT  
STEPHEN J SHIMSHAK  
DAVID R SICILIAN  
MOSES SILVERMAN  
STEVEN SILVERMAN  
JOSEPH J SIMONS  
AUDRA J SOLOWAY  
SCOTT M SONTAG  
TARUN M STEWART  
ERIC ALAN STONE  
AIDAN SYMROTT  
ROBYN F TARNOFSKY  
MONICA K THURMOND  
DANIEL J TOAL  
LIZA M VELAZQUEZ  
MARIA T VULLO  
ALEXANDRA M WALSH  
LAWRENCE O WEE  
THEODORE V WELLS JR  
BETH A WILKINSON  
STEVEN J WILLIAMS  
LAWRENCE I WITTOURCH  
MARK B WLAZLO  
JULIA MASON WOOD  
JENNIFER H WU  
JORDAN E YARETT  
KAYE N YOSHINO  
TONG YU  
TRACEY A ZACCONE  
TAURIE M ZEITZER  
T ROBERT ZOCHOWSKI JR

WRITER'S DIRECT DIAL NUMBER

(212) 373-3355

WRITER'S DIRECT FACSIMILE

(212) 492-0355

WRITER'S DIRECT E-MAIL ADDRESS

msilverman@paulweiss.com

August 24, 2015

Via ECF

The Honorable P. Kevin Castel  
United States District Court  
Southern District of New York  
500 Pearl Street  
New York, NY 10007

Sullivan v. Barclays PLC et al., No. 13-cv-2811

Dear Judge Castel:

This firm represents Deutsche Bank AG and DB Group Services (UK) Limited in the above-captioned action. I write on behalf of our clients and Defendants Citigroup, Inc., Citibank, N.A., Coöperatieve Centrale Raiffeisen-Boerenleenbank, B.A. ("Rabobank"), Crédit Agricole S.A., Crédit Agricole CIB, HSBC Holdings plc, HSBC Bank plc, JPMorgan Chase & Co., JPMorgan Chase Bank, N.A., the Royal Bank of Scotland plc, Société Générale, and UBS AG.

By an Order dated August 19, 2015, this Court granted Defendants' request for 60 days to move to dismiss the Fourth Amended Complaint. In that Order, the Court also directed the Defendants to file a single, joint brief and limited the parties to 35 pages for their main briefs and 20 pages for Defendants' reply. Dkt. No. 180. We appreciate the Court's understanding of the challenge facing the undersigned Defendants, most of which are based overseas, in coordinating efficiently to respond to a 205-page pleading. I regret that in my August 18 letter requesting an extension of time to respond, I did not give the Court more detail concerning the motions to dismiss that Defendants are contemplating or make a specific request for additional pages for Defendants' joint briefing.<sup>1</sup> The Fourth Amended Complaint was filed on behalf of 6 different Plaintiffs,

<sup>1</sup> By letter dated May 30, 2014, I wrote to the Court explaining the issues that Defendants would raise on a Motion to Dismiss the Second Amended Complaint. Dkt. No. 110.

MEMO ENDORSED

PAUL, WEISS, RIKKIND, WHARTON &amp; GARRISON LLP

Hon. P. Kevin Castel

2

who joined the action at different times, allegedly transacted in one or more of 4 different financial instruments, and assert 11 causes of action against 19 different Defendants. The Defendants also were brought into this action at different times and are differently situated with respect to, among other issues, statute of limitations and personal jurisdiction defenses. We respectfully request that the Court grant the parties additional pages for their briefs.

Defendants contemplate two motions to dismiss: 1) a motion pursuant to Fed. R. Civ. P. 12(b)(1) to dismiss certain claims for lack of subject matter jurisdiction and pursuant to Fed. R. Civ. P. 12(b)(6) to dismiss all of Plaintiffs' eleven claims for failure to state a claim under the Sherman Act, the Commodities Exchange Act, RICO and common law; and 2) a motion by foreign Defendants pursuant to Fed. R. Civ. P. 12(b)(2) to dismiss for lack of personal jurisdiction.

Similar motions have been granted in substantial part in prior interbank offered rate (IBOR) decisions.<sup>2</sup> We believe that much of Plaintiffs' voluminous, 521-paragraph Fourth Amended Complaint is an effort to plead around those rulings and that much of the briefing will concern whether those efforts are successful. This will necessarily involve discussion of Plaintiffs' 205 pages of allegations.

In order to be able to address these issues properly, Defendants respectfully request that the Court's Order providing for 35 pages for Defendants' moving brief, 35 pages for Plaintiffs' opposition, and 20 pages for Defendants' reply be applied to Defendants' motion to dismiss under Fed. R. Civ. P. 12(b)(1) and (6). We request that the Court modify the Order to allow the parties to file a separate brief of not more than 20 pages for Defendants' moving brief, 20 pages for Plaintiffs' opposition, and 8 pages for Defendants' reply for the foreign Defendants' motion under Fed. R. Civ. P. 12(b)(2) to dismiss for lack of personal jurisdiction. Defendants respectfully note that this request is for considerably fewer pages than Defendants have been granted in the five other groups of IBOR cases where motions to dismiss have been briefed.

Plaintiffs' counsel has advised us that they oppose this request.

Respectfully submitted,

Moses Silverman

cc: All Counsel (via ECF)

<sup>2</sup> See *In re LIBOR-Based Fin. Instruments Antitrust Litig.* ("LIBOR IV"), 2015 WL 4634541 (S.D.N.Y. Aug. 4, 2015); *In re LIBOR-Based Fin. Instruments Antitrust Litig.* ("LIBOR IIP"), 27 F. Supp. 3d 447 (S.D.N.Y. 2014); *In re LIBOR-Based Fin. Instruments Antitrust Litig.* ("LIBOR IP"), 962 F. Supp. 2d 606 (S.D.N.Y. 2013); *In re LIBOR-Based Fin. Instruments Antitrust Litig.* ("LIBOR P"), 935 F. Supp. 2d 666 (S.D.N.Y. 2013); *W. 57th St. Realty Co. v. Citigroup, Inc.*, 2015 WL 1514539 (S.D.N.Y. Mar. 31, 2015); *Laydon v. Mizuho Bank Ltd.*, 2014 WL 1280464 (S.D.N.Y. Mar. 28, 2014). Appeals from the dismissal of Plaintiffs' federal antitrust claims in the U.S. Dollar LIBOR multidistrict litigation before Judge Buchwald are currently consolidated before the Second Circuit in *In re LIBOR-Based Financial Instruments Antitrust Litigation*, No. 13-3565. That appeal has been fully briefed. No argument date has been set.